

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)
In re:) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
-----)

AFFIDAVIT OF DISINTERESTEDNESS

STATE OF MASSACHUSETTS)
) ss:
COUNTY OF SUFFOLK)

Richard A. Oetheimer, being duly sworn, upon his oath, deposes and says:

1. I am a Partner of Goodwin Procter, LLP, located at Exchange Place, Boston, MA 02109 (the "Firm").
2. The above-captioned debtors and debtors-in-possession (each a "Debtor" and collectively the "Debtors") have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned cases (the "Chapter 11 Cases"), for persons that are parties-in-interest in the Debtors' Chapter 11 Cases.
4. Pre-petition, the Firm was representing GMAC Mortgage, LLC ("GMAC") in defense of the case of *Manson v. GMAC Mortgage, LLC*, C.A. No. 08-12166-RGS (D. Mass.). The Firm seeks to be employed to continue its representation of GMAC in the Manson matter.

5. The Firm represents Countrywide Home Loans, Inc. ("CHLI") and has filed Proofs of Claim on behalf of CHLI in the above-captioned cases. CHLI's POC's are entirely unrelated to the Manson matter against GMAC.

6. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases.

7. Neither I nor any partner, of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

8. Neither I nor any partner, of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

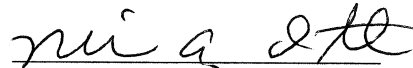
9. The Debtors do not owe the Firm any amount for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, et seq.

10. As of the Petition Date, the Firm was not party to any agreement for indemnification with any of the Debtors.

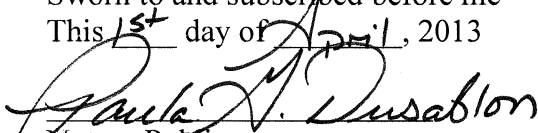
11. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
and correct.

Executed on April 1, 2013


Richard A. Oetheimer

Sworn to and subscribed before me
This 1st day of April, 2013


Notary Public

In re Residential Capital, LLC, et al.
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE¹

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL,
LLC, et al. (the "Debtors")

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF.
PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Goodwin Procter LLP

Exchange Place

Boston, MA 02109-2881

2. Date of original retention: November, 2008

3. Brief description of legal services to be provided:

Representation of GMAC Mortgage, LLC in defense

of claim of Darlene Manson for alleged wrongful

foreclosure of mortgage. Manson, et al. v.

GMAC Mortgage, LLC, et al., D. Mass.,

Civil Action No. 08-12166-RGS.

¹ All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

4. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable): \$600

(b) Estimated average monthly compensation (based on prepetition retention if firm was employed prepetition):

\$5,000

5. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: N/A

Date claim arose: N/A

Source of claim: N/A

6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Amount of Claim: N/A

Date claim arose: N/A

Source of Claim: N/A

7. Stock of any of the Debtors currently held by the firm:

Kind of shares: N/A

No. of shares: N/A

8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Kind of shares: N/A

No. of shares: N/A

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

Representation of Countrywide Home Loans, Inc. in

filing Proofs of Claim Against the Debtors' Estate

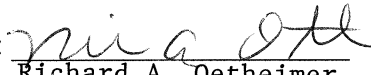
unrelated to the Firm's representation of GMAC Mortgage, LCC
in the Manson matter.

10. Amount of any retainer received from the Debtors held by the firm:

(a) As of May 14, 2012: N/A

(b) Balance remaining after application to invoices due and owing
prior to May 14, 2012:

N/A

Name: 
Richard A. Oetheimer
Title: Partner